

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

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5171 CAMPBELLS LAND CO., INC.

Debtor.

)  
) Chapter 11  
) Case No. 19-22715-CMB  
) Related to Doc. No. 72, 106  
)

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**REVISED SECOND AMENDMENT TO REVISED STIPULATION  
AND CONSENT ORDER**

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AND NOW come 5171 Campbells Land Co., Inc. ("Debtor") and Perkins & Marie Callender's, LLC ("PMC" and together with Debtor, the "Parties"), by and through their counsel, and file this Revised Second Amendment to Revised Stipulation and Consent Order (the "Revised Second Amendment") as follows:

**BACKGROUND**

1. On July 19, 2019, the Parties filed, and this Court approved, that certain Revised Stipulation and Consent Order (as amended by the First Amendments described in Paragraph 3 below, the "Stipulation," Doc. No. 72).
2. The Stipulation provided, among other things, that any objections to the Stipulation were required to be filed by July 29, 2019. No objections were filed.
3. On August 1, 2019, the Parties filed, and this Court approved, Amendments to Revised Stipulation and Consent Order (the "First Amendments," Doc. No. 106).
4. Debtor has filed Emergency Motions to Sell the contents of certain of the restaurants which are the subject of the Stipulation (the "Sale Motions," Doc. Nos. 149, 151, 153 and 158).

5. In order to allow for closing upon approval of the Sale Motions and to ensure compliance with the Stipulation by Debtor, the Parties have agreed to the Revised Second Amendments as set forth herein.

**REVISED SECOND AMENDMENTS**

6. Paragraph 49 of the Stipulation is deleted and replaced with the following new Paragraph 49:

49. (a) With regard to Store Numbers 2474, 2537, 3346, 3382, 3458, 3459, 3463, 3466, 3495, 3531, 3604, 3670, 3709 and 3794 listed on page 4 herein, PMC agrees to extend Debtor's temporary license to the earlier of (i) closing on the sale of those stores or (ii) September 6, 2019.

(b) With regard to Store Numbers 2537, 3383 and 3463 listed on page 4 herein (the "Non-Perkins Sold Restaurants"), Debtor shall certify in writing to PMC, prior to the closing(s) on the sales of the Non-Perkins Sold Restaurants but in no event later than September 6, 2019, that it has fully complied with the TRO including but not limited to the following:

(i) removing from the premises of the Non-Perkins Sold Restaurants (the "Premises") the oversized American flag.

(ii) removing from the Premises and destroying any and all signs, menus, advertising, materials, stationery, forms or other articles that display or contain any PMC trademark or that otherwise identify or relate to a Perkins restaurant.

(iii) removing from the Premises and returning to PMC all Operating Manuals.

(iv) taking such action to alter the physical interior and exterior décor of the Non-Perkins Sold Restaurants (specifically including, but not limited to, removing distinctive architectural features of or on the building) as will effectively de-identify and distinguish the Non-Perkins Sold Restaurants from the PMC Perkins' brand.

(c) With regard to Store Numbers 3388, 3448, 3460, 3464, 3474, 3523, 3525, 3572, 3573, 3730, 3731 and 3844 listed on page 4 herein (the "Remaining Restaurants"), Debtor shall cease operating as Perkins restaurants on or before September 6, 2019, and shall certify in writing on or before September 10, 2019, that it has covered all signage identifying the Remaining Restaurants as Perkins restaurants.

7. Paragraph 51 of the Stipulation is deleted and replaced with the following new Paragraph 51.

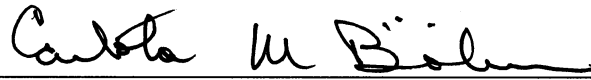
51. Pursuant to a temporary license, Debtor shall be entitled to operate the restaurants listed in Paragraph 49(a) until the earlier of (a) closing(s) on the sales contemplated by the Sale Motions and (b) September 6, 2019 (the "Termination Date").

8. Except as specifically amended herein, all other terms of the Stipulation shall remain in full force and effect.

9. These amendments shall become effective upon approval of these amendments and of Sale Motions filed at Doc. Nos. 151, 153 and 158.

SO ORDERED this 5<sup>th</sup> day of September 2019.

BY THE COURT



Carlota Böhm  
Chief Bankruptcy Judge

Consented to this 5<sup>th</sup> day of September, 2019.

s/ Robert O. Lampl

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